

Republican Valley Library System Board Meeting

November 7, 2014 10:00 am

Holdrege Area Public Library

604 East Ave.

PRESENT: Dixie Codner, Jody Crocker, Jane Hilton, Pat Hughes, Tim Johnson, Mo Khamouna {10:20}, Vicki Perrie, Sky Seery, Dana Wade

ABSENT: Annette Eisenhart, Beth Falla, Robyn Johnston,

ALSO PRESENT: Denise Harders (Systems Administrator), Richard Miller (NLC Rep)

Agenda

CALL TO ORDER/ROLL CALL: Jody Crocker called the meeting to order on 11.7.14 at 10:06 am followed by introductions.

APPROVAL OF MINUTES: (9.5.14) Vickie Perrie moved to accept minutes as written, Dana Wade seconded. The minutes were approved as written.

FINANCIAL REPORT: 67% of the budget has been used. The \$400 RVLS Grants have been awarded. There was more money in the CD than awarded for grants. It was moved to the checking account for some added cushion. E-Rate money will be arriving soon. 11.18 {E-Rating Training in Kearney, there are a lot of changes so attendance is encouraged.} Pat Hughes moved to approve the financial reports, Tim Johnson seconded. The financial report was accepted.

CORRESPONDENCE: Many thanks have been rolling in: Kathy Schultz, Morton Elementary, Linda Gooder, Jane Hilton/Elwood Public Library.

DIRECTOR'S REPORT: Busy, busy through Sept./Oct. Plenty of events are coming up.

11.11 – RVLS Office closed for Veterans Day

11.13 – ESU #9, Hastings School Librarians Day, Presenting “make Room for Makerspaces”

11.17 – Strategic Planning Workshop, Lexington

11.18 – New E-Rating Training, Kearney

11.19 – NLC Quarterly Meeting, Lincoln

11.20 – Transition Team Meeting, Lexington

11.21 Technology for Librarians, 101 Kearney and State Advisory Council for Libraries, Lincoln

11.27-28 – Thanksgiving, RVLS Closed

12 24-25, Christmas Holiday, RVLS Closed

12.31 – Official End of 6 Regional Library Systems ½ day, NYE, RVLS Closed in the afternoon

1.23 – Make and Take

Bulk Loan will continue, hopefully it will be statewide but definitely for RVLS libraries.

OLD BUSINESS:

RVLS Grants: 34 applied and accepted RVLS Grants.

Digital Article Request Service: Service is going rather well and is appreciated, from received feedback.

2014 Audit: Vehicle shows depreciation of \$7,000. It's currently depreciated at 3 years. Gary Riggs has audited many systems over many years and understand the way the library systems operate. Turns out, this report wasn't painful. Huh, who knew?

Nebraska Regional Library Systems Reorganization: Old that leads into the new. Things are going along as planned. NE and E will become the Three Rivers Library System. Southeast will remain Southeast. Panhandle will become the Western Library System. Center has reserved the name as Central Plains Library System, pending approval. Intention is to attend anything convenient for that particular library. Regarding CPLS, there are still a lot of questions. Who covers what counties? The board needs to be unified; the administrators need to be unified. It is going to be a great struggle and board input is definitely appreciated. Board has a big responsibility with this merger.

NEW BUSINESS:

Amendment to RVLS By-Laws: Lawyer's notes. He took over. Pat Hughes will move to accept the by-law change. Mo Khamouna seconded. The motion carried.

Plan of Merger: Please see the lawyer's notes. The Plan was moved by Tim Johnson and seconded by Dixie Codner. The motion carried.

Recommend members vote in favor of the Plan: The recommendation to vote in favor of the Plan was moved by Vickie Perrie and seconded by Dana Wade. The motion carried.

Amended and Restated Articles of Incorporation: Changed: name (CPLS) and purpose (county names). The board approves of the amended and restated articles of incorporation motion and recommend that the system members do the same was moved by Jane Hilton and seconded by Mo Khamouna. The motion carried.

System Name Change: A motion was made that the board approved the name change from Republican Valley Library System (RVLS) to Central Plains Library System (CPLS) and recommend in favor, Tim Johnson moved, Dana Wade seconded. The motion carried.

By-Laws for Central Plains Library System: A motion was made for the RVLS board to approve the by-laws for CPLS, motioned by Jane Hilton and seconded by Pat Hughes.

Call of Members of RVLS to a Special Meeting by Written Ballot: Vicki Perrie made a motion call a special meeting for the members by ballot. Tim Johnson seconded. The motion carried.

Authorize RVLS Board President to sign all Merger Documents: Motion to authorize RVLS board president to sign all merger documents was made by Dixie Codner. Motion was seconded by Jane Hilton. The motion carried.

Transfer of Funds from Meridian Savings Account: A motion was made to transfer the funds from the Meridian Savings account with the statement by Sharon Osenga regarding a vehicle purchase was made by Pat Hughes. Vickie Perrie seconded. The motion was carried.

January Meeting Dates: Requested by Denise for a meeting to arrange for a meeting asap. Dates will be sent out to CPLS board members. Meeting will be held in Broken Bow.

Summer Reading Program Workshops: January 23rd in Cozad with another event March 23rd in Grand Island.

NLC COMMISSIONER'S REPORT: Ebola resources available, see NLC Blog. The Data Dude is still blogging. If you don't know, that's Sam Shaw, the Planning and Data Services Coordinator. Apply for a MakerLab by Nov. 17th. IRS Tax Forms

will be in libraries. Basic Skills are rolling on, as are NCompass Live Programs. Participate, okay? Listen to podcasts of NCompass Live, all of the cool cats are doing it. Celebration of Nebraska Books is 11.8.14.

The meeting adjourned at 12:25pm.

NEXT BOARD MEETING: TBD in Broken Bow. Thanks RVLS members, next time – we will be CPLS. Cheers to the new year and new board.

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS
OF REPUBLICAN VALLEY LIBRARY SYSTEM**

The Board of Directors (the "Board") of Republican Valley Library System ("RVLS") met at their regular meeting on November 7, 2014 for the purpose of approving the following resolutions concerning the amendment of the by-laws of RVLS; to approve the merger of Meridian Library System ("Meridian") into RVLS; to call a special meeting of the members of RVLS; to approve Amended and Restated Articles of Incorporation for RVLS and to approve the change in the name of RVLS to Central Plains Library System and to transact such other business as may be brought before the Board.

The directors of RVLS, nine were present in person or by phone. Notice of the regular meeting having been waived in writing by all members of the Board, the Board adopts the following resolutions:

"BE IT RESOLVED, that the actions taken by the officers on behalf of RVLS, during the time period since the last meeting of the Board are hereby approved."

The Board then considered an amendment to the By-Laws of RVLS to specify the quorum necessary for the annual and special meetings of the members of RVLS. The Board adopted the following amendment to the By-Laws:

"BE IT FURTHER RESOLVED that the By-Laws are amended to add a Section 5 to Article IV of the By-Laws as follows:

Section 5: Quorum

The quorum for any meeting of the members shall be ten percent (10%) of the members."

The Board then considered the plan of merger of Meridian into RVLS, with the name of the resulting corporation to be Central Plains Library System and adopted the following resolutions:

"BE IT FURTHER RESOLVED, that the Board unanimously approves the plan of merger (the "Plan"), a copy of which is attached to these Minutes."

"BE IT FURTHER RESOLVED that the Board recommends that the members vote in favor of the Plan."

"BE IT FURTHER RESOLVED that the Board approves the Amended and Restated Articles of Incorporation and recommends that the members vote in favor of the Amended and Restated Articles of Incorporation."

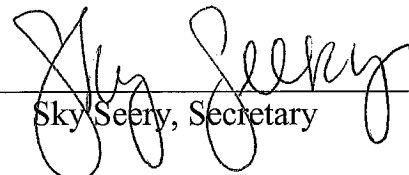
"BE IT FURTHER RESOLVED that the Board approves the name change and recommends that the members vote in favor of changing the name to Central Plains Library System as reflected in the Amended and Restated Articles of Incorporation."

"BE IT FURTHER RESOLVED that the Board approves the By-Laws for Central Plains Library System attached hereto as an exhibit."

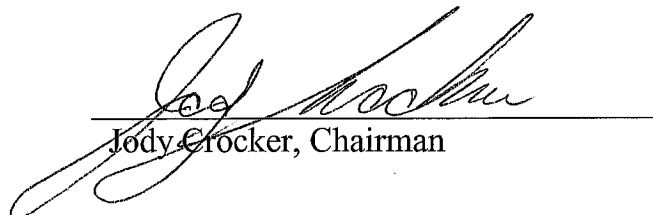
"BE IT FURTHER RESOLVED that the Board calls the members of RVLS to a special meeting of the members by written ballot for the purpose of approving the Plan of Merger, approving the Amended and Restated Articles of Incorporation with the ballots to be due on December 15, 2014. That Denise Harders, System Director, be directed to provide written notice of the call of the special meeting of the members to the members as provided under Nebraska law."

"BE IT FURTHER RESOLVED that the Board authorizes and delegates the power to Jody Crocker, the President of RVLS, to sign the Plan of Merger, the Amended and Restated Articles of Incorporation and to sign and execute any other documents related to the Plan of Merger, the Amended and Restated Articles of Incorporation, including any transfer documents, bills of sale, receipts and any other document deemed by the President to be necessary or desirable to close and otherwise effectuate the Plan of Merger."

DATED the 7th day of November, 2014.


Sky Seery, Secretary

APPROVED BY:

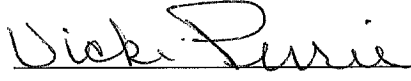

Jody Crocker, Chairman

WAIVER OF NOTICE

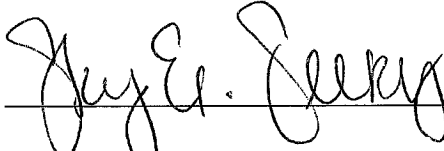
The undersigned, being all of the Directors of Republican Valley Library System hereby waive call and notice of meeting, and ratify, approve and adopt all actions taken thereat as reflected in the foregoing minutes.




Jody Crocker, Director



Vicki Perrie, Director



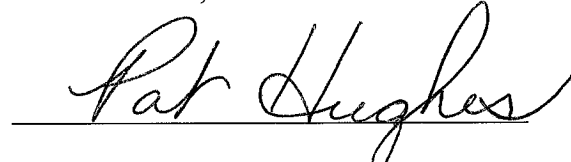
Sky Seery, Director



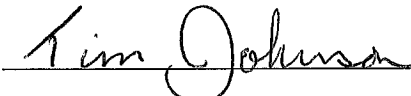
Dixie Codner, Director



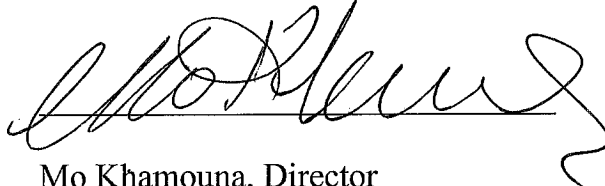
Jane Hilton, Director




Pat Hughes, Director



Tim Johnson, Director



Mo Khamouna, Director



Dana Wade, Director

_____, Director

_____, Director

_____, Director